

## BT Wealth Industries Public Company Limited

### Corporate Governance Policy

The Company's Corporate Governance Policies are divided into 5 categories, covering the Principles of good corporate governance as followed:

#### 1. Rights of Shareholders

The Company gives importance to and respects the right of all shareholders as owners of the Company, by promoting the shareholders, both individuals and institutions to attend the shareholders' meeting of the Company to exercise its fundamental rights of shareholders, including the right to sell, buy or transfer stocks, the right to company profit sharing, the right to obtain adequate information of the Company through the Stock Exchange of Thailand's website, the Company's website, or other channels, the right to attend shareholders' meeting to acknowledge results of annual performance, the voting right at shareholders' meeting to approve important matters as specified by law, to appoint or demote the directors, the remuneration of the Board, the appointment of a certified auditor and the approval of audit fee, dividend distribution, capital reduction or increase, the determination or amendment to provisions of the Memorandum and Articles of Association, the approval of special transaction, as well as ask or comment on issues that the Board has reported or seek for approval from the shareholders, and etc.

##### 1.1 Shareholders' Meeting

###### Arrangement of Shareholders' Meeting

The Company will hold annual ordinary general meeting of shareholders within 120 days from the closing date of the fiscal year of the Company, and will arrange other shareholders' meetings known as the Extraordinary Meeting, when the Company deems necessary and appropriate. The Company has appointed the Company Secretary who performs duties of calling and arranging Shareholders' Meetings as conform to applicable laws and regulations and adhering to the guidelines of Shareholders' Meeting set by the Stock Exchange of Thailand.

The Company will provide legal counsel or ask for volunteers from the shareholders attending the meeting to act as a witness in monitoring the vote counting throughout the meeting, including the presence of external auditor at annual general meeting whose agenda includes consideration for approval of the Company's financial statements. In addition, if the meeting agenda involves complex and elusive transactions, the Company will provide advisors or specialists to attend the meeting to clarify information and to answer inquiries from shareholders.

### Sending of Meeting Invitation Notice and Facilitation for Shareholders

The Company has appointed Thailand Securities Depository Co., Ltd. (TSD) as its securities registrar to send the meeting invitation notice, documents and other information which is important and necessary for decision making to shareholders in advance of at least 7 or 14 days before the meeting date in accordance to laws and regulatory concerned. The notice of shareholders' meeting and documents will specify the date, time, venue, meeting agenda, supporting data, objectives and reasons of each agenda item proposed, including the opinions of the Board in every agenda item, so that shareholders will have sufficient time to study the information in advance for decision making. No additional agenda, one that is not specified in the notice of shareholders' meeting, is allowed to be considered or approved in the meeting, except in case of emergency that arises after the notice of shareholders' meeting has been distributed. English version of the notice of shareholders' meeting and supporting documents will be distributed to foreign shareholders.

In addition, the Company will disseminate the notice of shareholders' meeting and relevant information on its website prior to the meeting, and advertise the meeting notices in newspapers to inform shareholders for 3 consecutive days in advance of the meeting.

#### 1.2 Procedures on the day of Shareholders' Meeting

##### Meeting Registration

The Company will arrange for meeting registration of shareholders to begin 2 hours before meeting time and continue till the time before the final agenda is under consideration. The Company's officials will be at the meeting to welcome shareholders and help facilitate throughout the meeting.

##### Proxy Appointments to attend meeting on behalf of shareholders

To protect the rights of shareholders who cannot attend the meeting in person, the Company will distribute proxy form along with the meeting invitation notice, providing clear details on required documents and evidences needed for proxy appointment. Duty stamps are also provided on the day of the shareholders' meeting. Shareholders can appoint proxy to represent them or appoint an independent director to join the meeting and vote on their behalf. The Company will announce the name of at least 1 independent director that shareholders can appoint as proxy in the notice of shareholders' meeting. The Company will disseminate the meeting invitation notice, various types of proxy forms, along with details and procedures in proxy appoint on the Company's website.

##### Procedures during Shareholders' Meeting

Before the meeting commences, the Company will introduce the attending Board members, management team, auditors and legal advisers who act as mediator in the meeting. Next, the Company will inform the criteria used in the meeting, the voting procedure, and voting rights associated with each type of shares. After presenting information according to the agenda, the Chairman of the meeting will give an equal

opportunity for shareholders to express their views and ask questions concerning the agenda, then provide direct, clear answers to the questions, as well as allocate sufficient time for discussion of each agenda item. As for the agenda on election of directors, shareholders voting is conducted on a director-by-director basis.

### 1.3 Minutes of Shareholders' Meeting and Disclosure of the Resolution of Shareholders' Meeting

Minutes of the shareholders' meeting will be prepared accurately and completely, ready for shareholders inspection. Minutes of the shareholders' meeting will: record names and positions of committees who attend or are absent at the meeting; clarifying the voting procedures and how to display the voting results to the meeting before meeting commences; details of the resolution of the meeting; number of votes which approve, disapprove and abstain on each agenda item which requires voting; summarizing of key opinions, questions, and answers that are important and relate to each agenda item. The Company will announce the resulting votes on each agenda item through the Stock Exchange of Thailand's website and will submit the minutes of the shareholders' meeting to the Stock Exchange of Thailand within 14 days, including the dissemination of the minutes of meeting to the Company's website.

## 2. Equal Treatment of Shareholders

To promote equitable and fair treatment of shareholders, regardless of the shareholders being Company executives, non-executives, or foreign shareholders, the Corporate Group has set guidelines as follow:

### 2.1 Release of Information before Shareholders' Meeting

The Company will release the notice of Shareholders' Meeting along with meeting procedures and agenda attachments to shareholders before the shareholders' meeting date. Before the meeting commences, the Company will inform shareholders of meeting procedures and voting criteria, with details as per "Part 2 No.1 Rights of Shareholders".

### 2.2 Protection of Minor Shareholders

During annual general meeting, the Company will provide opportunity for minority shareholders to exercise their rights in proposing agenda item and in nominating candidates to be considered for election as Director through Nomination and Compensation Committee in advance. This can be done by a single shareholder or group of shareholders whose accumulated shares are no less than 5 percent of the Company total issued shares. The minority shareholders can propose meeting agenda or nominate individual for election as director in the annual general meeting within time frame specified by the Company. The Company will disseminate this guideline on the Company's website and publish through the Stock of Exchange of Thailand's website.

### 2.3 Preventive Measures for Misuse of Inside Information

In order for the Directors, management and employees of Corporate Group to comply with laws and regulations of the SEC (The Securities and Exchange Commission) and adhering to the principles of Good Corporate Governance, the Corporate Group has defined the following guidelines:

1. The Company will provide its directors, executive officers and subsidiaries with knowledge and understanding that it is their responsibility to personally report their Company securities holding (including their spouse and minor children) to the SEC according to Section 59 and punishment clauses for any violation according to Section 275 of the Securities and Exchange Act B.E. 2535 (including amendments). They must also report on their acquisition or sale of the Company's securities (including their spouse and minor children) to SEC according to Section 246 and punishment clauses for any violation according to Section 298 of the Securities and Exchange Act B.E. 2535.

2. The Company directors, executive officers and subsidiaries (including their spouse and minor children) must prepare and disclose report of their securities holding and changes in securities holding in the Company to the SEC according to Section 59 of the Securities and Exchange Act B.E. 2535 within 3 working days counting from the date of changes in securities holding, and submitting a copy of the report to the Company Secretary within the same day the report is being submitted to the SEC.

3. The Company and its subsidiaries will restrict access to non-public information, allowing only those who deem necessary, and set up security system to protect inside information. It is the duty of data owner to urge those concerned to strictly follow the security procedures.

4. The Company prohibits its directors, management and employees to use inside information to their benefits in trading of the Company's securities. They must not disclose internal information to outsider or unrelated individual, before the information is being publicly disclosed via the Stock Exchange of Thailand. Details as follow:

- The Company prohibits its directors, executive officers, executives in accounting and finance, including those related individuals to trade in the Company's securities for a period of 1 month before disclosure of quarterly and annual Financial Statements, and 24 hours after the disclosure of such Financial Statements.

- The directors, management and employees of the Company who have access to crucial, undisclosed inside information that could affect trading prices of the Company's securities, are prohibited from trading the Company's securities for a period of 48 hours after such information are being disclosed to the public.

If the directors, management or employees of the Company or its subsidiaries violate the guidelines for Preventive Measures for Misuse of Inside Information, apart from being punishable by the Securities and Exchange Act, they are also considered in violation of the Corporate Group's Business Code of Conduct and face disciplinary actions. The disciplinary penalty is based on the nature of the offense, the severity of the offense, or the severity of the outcomes. The penalty ranges from written warning, written warning and suspension, dismissal with compensation, to termination without compensation.

#### 2.4 Interests of Directors

Charter of the Board of Directors specified that directors, who might have conflict of interest in an agenda item, are not allowed to vote for such agenda item.

In addition, Connected Transactions Policy specified that the directors and management of the Company and its subsidiaries must submit a report on the interests of the directors, management and their related persons to the Company. This information will facilitate the Company in following the rules and regulations in handling with connected transactions. They must also avoid making connected transactions that may create conflicts of interests. The Policy also states that stakeholder associating with the connected transactions is not allowed to authorize or vote in such matter.

### 3. Role of Stakeholders

The Company recognizes the role of stakeholders and acknowledges the importance of the rights of stakeholders of every Corporate Group. The Company ensures that the various groups of stakeholders, e.g. shareholders, employees, customers, business partners, as well as public and the society are treated appropriately, equally and fairly. The Company believes that good relationship with all stakeholders is vital to the sustainable development and long-term success of the Corporate Group, with guidelines to treat each group of stakeholders as follow:

#### 3.1 Shareholders

To develop sustainable growth, the Corporate Group is committed to operate its business with transparency and fairness. The Company manages risk factors to an appropriate level and protects the assets of the Corporate Group so as to generate reasonable rate of return to shareholders consistently and equally through good business performance.

#### 3.2 Employees

The Corporate Group believes that employees are the key factor and a valuable resource in the business. The Company places emphasis on recruitment process by selecting capable personnel with experience that matches job description, growth and business requirement of the Corporate Group. In taking care of the employees, the Company will provide knowledge and training continuously, which will help in career advancement throughout the period of work with the Corporate Group. The Company will treat all employees fairly, providing appropriate level of compensation, welfare and fringe benefits. The Company respects the right of employees in accordance with the basic principles of international human rights law and related regulations. The Corporate Group also focus on health care, occupational health, safety of life and property, working environment of the employees, and promoting culture and good working atmosphere.

### 3.3 Customers

The Corporate Group strives to create customer satisfaction and confidence with service and quality product that meet the needs of the customers, audited by international standard of various countries that the customers have specified, as well as internal standard of the Corporate Group, delivery products on time, and guarantee after delivery. All of these factors are crucial components in building the Corporate Group's long term reputation and customer acceptance.

The Company also values feedbacks, recommendations, customer complaints, and experiences gained from the past, which will then be used to develop work process and upgrade standard in service or product, so as to ensure that customers will receive the most benefit from the Corporate Group.

### 3.4 Business Partners

The Corporate Group believe that business partners are vital to the success of the business, and will adhere to the principle of equal treatment and fairness to all business partners. When trading with business partners, the Corporate Group will ensure that both sides receive fair return, and will treat business partners in accordance to contract agreement and Corporate Group's Code of Ethics.

### 3.5 Business Competitors

The Corporate Group will treat business competitors under the law and ethics of Good Corporate Governance by focusing on honest competition, avoid destroying reputation of competitors through accusation, including not seeking competitors confidential information by improper means. The Corporate Group will conduct business professionally with honesty.

### 3.6 Creditors

The Corporate Group attains confidence for creditors through strict compliance with the terms and conditions of the contract as agreed with creditors, repayment in full and on time. If on loan, the money will not be used in a way that is contrary to the purpose of the loan. Additionally, the Corporate Group will not conceal information which may cause damage to creditors.

### 3.7 Society, Community, and Environment

The Corporate Group engaged in improving the quality of life for the community and society through a sustainable development approach by employing local labors from the vicinity that the Corporate Group situated, thereby resulting in cash flows that can be used to develop the community and society.

The Company focuses on protecting the environment in every business operation process. The Company applies standard quality and environmental management system to its operational processes, thereby developing processes that help reduce impact on the environment. In addition, the Company also promotes and supports employees' awareness in caring for the environment, prevention of pollution from the Company's operations which may cause impact on the environment and community, and strictly complying with environmental laws and regulations.

#### **Notification of Complaint**

In the event of potential problem, all stakeholders can contact or file a complaint to the Board of Directors by email to the Company Secretary, or by letter to the Company's address with attention to the Company Secretary, who will consolidate the complaints and present to Board. All information received will be treated with strictest confidence.

#### **4. Disclosure of Information and Transparency**

##### **4.1 Access to Company Information**

Shareholders can equally access the Company information which is publicly disclosed to shareholders and the community through the Company's website. The Company trusts that the website of the Company is an important source of information for investors. Contents will include latest securities price, financial information, Notice of Shareholders' Meeting, Financial Statements, and publications for download, such as Annual Reports and Company's presentations.

##### **4.2 Reporting of Board of Directors, both Financial, and Non-financial**

It is the duty of the Board of Directors to disclose both financial and non-financial news and information completely, adequately, accurately, and on time so that the shareholders and stakeholders of the Company will receive the information equally. They are also responsible for preparing and updating the Company news and information on Company's website completely, consistently, and in a timely manner. The Company news and information must be prepared carefully, with clarity, accuracy, and transparency, using concise and easy-to-understand language.

##### **4.3 Disclosure of Important News and Information to the Public**

The Company will disclose the Company's important news and information to the public, such as: the objectives; financial position and results of operation; shareholder structure; the right to vote; name list and information of shareholding of the Board of Directors, Board of Committees, Board of Executive Directors; Corporate Governance; including Responsibility of the Board of Directors to report financial information; reports of Chairman of the Audit Committee; disclosure in annual report on the number of attendance each director and committee has attended meeting; history of Board of Directors and executives; report information on the Company's operations; information that effects the buying/selling price of the Company's securities or the investment decision or the benefits of shareholders according to the notification of Stock Exchange of Thailand and related laws; information in accordance with relevant regulations or laws; financial statements and annual reports, so that investors and all concerned, both as shareholders and interested party in buying share in the future, can use these information in decision making, through various information channels and media of the Stock Exchange of Thailand, and the Company's website.

## 5. Responsibilities of the Board of Directors

### 5.1 The Board of Directors and the Board of Committees

The Board of Directors has organized Board of Committees whose duties are to refine and analyze the management of the Company and its subsidiaries. All committees are free to comment on the performance of the Company and its subsidiaries, by monitoring the operation of the management, ensuring it is done effectively, accurately and transparently in accordance to Good Corporate Governance. Board of Committees consists of Audit Committee, Executive Director Committee, Risk Management Committee, and Nomination and Compensation Committee.

The Board of Directors has defined the structure of each Board of Committees, the term of office, including the duties and responsibilities. This information is included in the Charter of Board of Directors and in the Charter of each Board of Committees, which are used by the Board Committees as operation guidelines.

### 5.2 Performance Assessment of the Board of Committees

The Board of Directors must arrange annual performance assessment of the Board of Committees in order to analyze and evaluate business results, issues, and obstacles faced during the past year, thereby rectifying them and improving work efficiency. Performance assessments are based on the following factors:

- 1) Structure and Qualification of the Committees
- 2) Roles, Duties and Responsibilities of the Committees
- 3) Meetings of the Committees
- 4) Actions of the Committees
- 5) Relationship with Management
- 6) Self-development of the Committees and Management
- 7) Performance Assessment and Compensation of the Chairman of Executive Director

Committee

In addition, the Nomination and Compensation Committee will set up performance assessment criteria of the Chief Executive Officer in order to use as compensation guidelines for Chief Executive Officer each year. This is done by comparison with businesses in similar industry and will later be presented to the Board Meetings for consideration and authorization.



### 5.3 The Company Secretary

The Board of Directors will appoint a Company Secretary who will be responsible for ensuring that the Company adheres to the principles of Good Corporate Governance and related laws and regulations as follows:

- 1) Preparing and storing the following documents
  - Registration of the Company's directors
  - The invitation letter and minutes of the Board of Directors Meetings, and the Company's Annual Report
  - The invitation letter and minutes of the Shareholders' Meetings
- 2) Storing of reports on conflicts of interest filed by directors or executives.  
Executing additional duties as specified by Capital Market Commission.